

BEFORE THE TENNESSEE REGULATORY AUTHORITY AT

NASHVILLE, TENNESSEE

August 27, 2002

IN RE:

EMERGENCY JOINT PETITION OF WORLDXCHANGE  
CORP. AND RSL COM U.S.A., INC. FOR GRANT OF THE  
AUTHORITY NECESSARY FOR THE TRANSFER AND  
SALE OF ASSETS

DOCKET NO.  
02-00687

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ORDER APPROVING CUSTOMER NOTICE LETTER

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This matter came before Directors Deborah Taylor Tate, Pat Miller, and Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at the regularly scheduled Authority Conference held on July 23, 2002 for consideration of the *Emergency Joint Petition* (the "*Petition*") filed by WorldxChange Corp. ("WorldxChange") and RSL COM U.S.A., Inc. ("RSL") (collectively the "Petitioners") for approval of a customer notice letter pursuant to the provisions of Authority Rule 1220-4-2-.56(2)(d)(2).

**Authority Rule 1220-4-2-.56(2)(d)(2)**

Authority Rule 1220-4-2-.56(2)(d)(2) provides as follows:

(d) In the case of a transfer of a customer base between two or more telecommunications service providers, the Authority, upon petition by the acquiring telecommunications service provider, may deem that sufficient notice has been given and approval received from the affected customers when the following criteria are met:

...

2. A notification letter, pre-approved by the Authority, shall be mailed by U.S. First Class Postage by the telecommunications service provider being acquired to its customers describing the customer transfer and explaining that the customers' local or long distance service will be transferred

to the acquiring telecommunications service provider by a certain date unless the customer selects another telecommunications service provider. This customer notification shall be mailed to the customers no less than thirty (30) days prior to the actual customer transfer. The notification letter required by the FCC may be used for the notification purposes of this part. The Authority may waive the thirty (30) day notice requirement of this part for good cause shown.

### **The Petition**

In their *Petition*, which was filed on June 7, 2002, the Petitioners request that the Authority “grant such authority as may be necessary or required including, as necessary, a waiver of the Authority’s rules on presubscribed carrier changes including TRA Rule 1220-4-2-.56, to enable WorldxChange to acquire the assets of RSL identified in this Petition, including RSL’s long distance customer base and the assets associated with those operations.”<sup>1</sup> Pursuant to Authority Rule 1220-4-2-.56(d), the transaction described in the *Petition* requires the Authority’s approval of a customer notice letter. The Petitioners submitted a customer notice letter in an amendment to the *Petition* filed on June 17, 2002.

According to the *Petition*, RSL is a Delaware corporation whose principal place of business is located in Pittsburgh, Pennsylvania. RSL was granted authority to provide intrastate toll service in Tennessee by Order dated April 12, 2001 in Docket No. 01-00115. Since March 16, 2002, RSL has been operating in bankruptcy status under the protection of the Bankruptcy Court for the Southern District of New York. WorldxChange is a Delaware corporation whose principal place of business is located in San Diego, California. WorldxChange was granted authority to provide telecommunications service in Tennessee by Order dated August 1, 2000 in Docket No. 00-00104.

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<sup>1</sup> *Emergency Joint Petition*, June 7, 2002, p. 1.

The *Petition states* that WorldxChange will acquire the long distance business of RSL. The assets WorldxChange will acquire from RSL include most of the regulated communications assets associated with RSL's domestic telecommunications operations, including the telecommunications equipment and all of the long distance customers and customer accounts of RSL located in Tennessee. The *Petition* further states that this transaction is necessary to ensure that RSL's current Tennessee customers will continue to receive uninterrupted service.

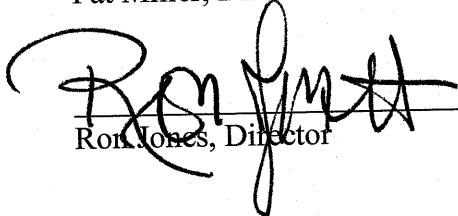
At the July 23, 2002 Authority Conference, the voting panel voted unanimously to approve the customer transfer letter filed as an amendment to the *Petition* on June 17, 2002. Further, a majority of the voting panel voted that the letter should be sent under the name of RSL.<sup>2</sup>

**IT IS THEREFORE ORDERED THAT:**

1. The customer notice letter proposed by WorldxChange Corp. and RSL COM U.S.A., Inc. is approved.
2. The customer notice letter shall be sent under the name of RSL COM U.S.A., Inc.

  
Deborah Taylor Tate, Director

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Pat Miller, Director

  
Ron Jones, Director

\*\*\* Director Miller did not vote with the prevailing motion.

<sup>2</sup> Director Miller did not vote that the letter should be sent under the name of RSL.